

CERTIFICATE OF MERGER
OF
MICRO DISPLAY SYSTEMS, INC., FRONTIER MANUFACTURING, INC.
AND MOS TECHNOLOGY, INC.
INTO
COMMODORE BUSINESS MACHINES, INC.
UNDER THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, Richard D. Sanford and Richard A. Blumenthal; being, respectively, the Vice President and Assistant Secretary of Commodore Business Machines, Inc., a foreign corporation duly organized and existing under and by virtue of the laws of the State of New York, and Richard D. Sanford and Richard A. Blumenthal, being, respectively, the President and Assistant Secretary of Micro Display Systems, Inc., a domestic corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and Richard D. Sanford and Richard A. Blumenthal, being respectively, the Vice President and Assistant Secretary of Frontier Manufacturing, Inc., a foreign corporation duly organized and existing under and by virtue of the laws of the State of California, and Richard D. Sanford and Richard A. Blumenthal, being, respectively, the Vice President and Assistant Secretary of MOS Technology, Inc., a domestic corporation duly organized and existing under and by virtue of the laws of the State of Delaware, do hereby certify and set forth:

1. The name and state of incorporation of each Constituent Corporation is as follows:

Commodore Business Machines, Inc.	-	New York
Micro Display Systems, Inc.	-	Delaware
Frontier Manufacturing, Inc.	-	California
MOS Technology, Inc.	-	Delaware

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with section 252(c) of Title 8 of the Delaware Code of 1953.

3. The name of the Surviving Corporation is Commodore Business Machines, Inc.
4. The merger shall be effective at 12:01 A.M. on the 1st day of January, 1981.
5. The Certificate of Incorporation of Commodore Business Machines, Inc., as amended and as in effect on the effective date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger. A true and correct copy of such Certificate of Incorporation and all amendments thereto are attached hereto as Exhibit "A" and incorporated herein by reference as though set forth in full.
6. The executed Agreement of Merger is on file at the principal place of business of Commodore Business Machines, Inc. at 950 Rittenhouse Road, Norristown, Pennsylvania 19403.
7. A copy of the Agreement of Merger will be furnished by Commodore Business Machines, Inc. on request and without cost to any stockholder of any Constituent Corporation.
8. The Surviving Corporation, Commodore Business Machines, Inc., may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Micro Display Systems, Inc. and MOS Technology, Inc. as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of Title 8 of the Delaware Code of 1953; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 950 Rittenhouse Road, Norristown, Pennsylvania 19403, Attention: Corporate Counsel until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Commodore Business Machines, Inc. at the above address.

IN WITNESS WHEREOF, w have signed this certificate on the 23rd day of December, 1980, and we affirm the statements contained therein as true under penalties of perjury.

COMMODORE BUSINESS MACHINES, INC.

MICRO DISPLAY SYSTEMS, INC.

BY: [Signature]
Richard D. Sanford
Vice President

BY: [Signature]
Richard D. Sanford
President

BY: [Signature]
Richard A. Blumenthal
Assistant Secretary

BY: [Signature]
Richard A. Blumenthal
Assistant Secretary

FRONTIER MANUFACTURING, INC.

MOS TECHNOLOGY, INC.

BY: [Signature]
Richard D. Sanford
Vice President

BY: [Signature]
Richard D. Sanford
Vice President

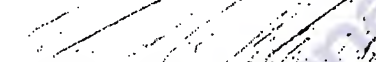
BY: [Signature]
Richard A. Blumenthal
Assistant Secretary

BY: [Signature]
Richard A. Blumenthal
Assistant Secretary

THE ABOVE CERTIFICATE OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Law of the State of New York, and the Corporations Code of the State of California, the President or Vice President of each corporate party thereto does now hereby execute the said Certificate of Merger and the Assistant Secretary of each corporate party thereto does now hereby attest the said Certificate of Merger, as the respective act, deed and agreement of each of said corporations, on this 23rd day of December, 1980.

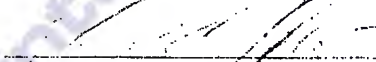
COMMODORE BUSINESS MACHINES, INC.

BY: 
Richard D. Sanford
Vice President

ATTEST: 
Richard A. Blumenthal
Assistant Secretary

MICRO DISPLAY SYSTEMS, INC.

BY: 
Richard D. Sanford
President

ATTEST: 
Richard A. Blumenthal
Assistant Secretary

FRONTIER MANUFACTURING, INC.

BY: 
Richard D. Sanford
Vice President

ATTEST: 
Richard A. Blumenthal
Assistant Secretary

MOS TECHNOLOGY, INC.

BY: 
Richard D. Sanford
Vice President

ATTEST: 
Richard A. Blumenthal
Assistant Secretary

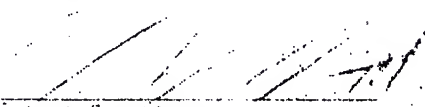
I, Richard A. Blumenthal, Assistant Secretary of Micro Display Systems, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary, that the Certificate of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of MOS Technology, Inc., a corporation of the State of Delaware, Frontier Manufacturing, Inc., a corporation of the State of California, and Commodore Business Machines, Inc., a corporation of the State of New York, the surviving corporation, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 392,000 shares of the common stock of the corporation, the same being all of the shares issued and outstanding having voting power, which Certificate of Merger was thereby adopted as the act of the stockholders of said Micro Display Systems, Inc., and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 23rd day of December, 1980.


Richard A. Blumenthal,
Assistant Secretary

I, Richard A. Blumenthal, Assistant Secretary of MOS Technology, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary, that the Certificate of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Micro Display Systems, Inc., a corporation of the State of Delaware, Frontier Manufacturing, Inc., a corporation of the State of California, and Commodore Business Machines, Inc., a corporation of the State of New York, the surviving corporation, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the stockholders holding 3,502,935 shares of the common stock of the corporation, the same being 99.97% percentum of the shares issued and outstanding having voting power, and written notice of adoption of the Certificate of Merger has been given as provided in section 228 of Title 8 of the Delaware Code of 1953 to every stockholder entitled to such notice, which Certificate of Merger was thereby adopted as the act of the stockholders of said MOS Technology, Inc., and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 23rd day of December, 1980.


Assistant Secretary

CERTIFICATE OF INCORPORATION OF HERALD-SUPERIOR OFFICE EQUIPMENT, INC., pursuant to Article 2 of the Stock Corporation Law.

We, the undersigned, desiring to form a corporation pursuant to Article 2 of the Stock Corporation Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose as follows:

FIRST: The name of the corporation is HERALD-SUPERIOR OFFICE EQUIPMENT, INC.

SECOND: The purposes for which this corporation is formed are as follows, to wit:-

To purchase, sell, lease, manufacture, repair, import, export and generally deal in and deal with new and used goods, wares and merchandise, particularly office machines of every nature and description, and every kind of personal property, including patents and patent rights, chattels, easements, privileges and franchises which may lawfully be sold, purchased or dealt with by corporations formed under Article 2 of the Stock Corporation Law of the State of New York.

To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop the same and to construct, maintain, alter, manage and control directly or through ownership of stock in any other corporation any and all kinds of buildings, stores, offices, buildings containing warehouses, mills, shops and factories, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber, the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or any securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

The foregoing and following clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York; and it is hereby expressly provided that the foregoing and following enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that this corporation may do all and everything necessary, suitable or proper, for the accomplishment of any of the purposes or objects hereinabove enumerated, either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

Nothing in this certificate contained, however, shall authorize the corporation to carry on any business or exercise

any powers in any state or country which a similar corporation organized under the laws of such state or country could not carry on or exercise; and nothing in this certificate shall authorize this corporation to engage within or without the State of New York in the business of a lighting or transportation corporation, or in any common carrier business, or to issue bills, notes or other evidences of debt for circulation as money.

THIRD: The total number of shares that may be issued is 200, all of which are to be without par value.

The capital of the corporation shall at least be equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time, by resolution of the board of directors, may be transferred thereto.

The shares shall be designated as common shares and shall not be classified.

FOURTH: The office of the corporation is to be located in the City of New York, County of New York and State of New York. The address to which the Secretary of State shall mail a copy of any process against the corporation, which may be served upon him pursuant to law, is #34 Hubert Street, Borough of Manhattan, City of New York.

FIFTH: The duration of the corporation shall be perpetual.

SIXTH: The number of directors shall be not less than 3 nor more than 7; the directors need not be stockholders and the number of directors shall not be changed, except by the unanimous vote and consent of all the stockholders.

SEVENTH: The names and post-office addresses of the directors until the first annual meeting of the stockholders are as follows:

NAMES	POST-OFFICE ADDRESSES
Abraham M. Jukovsky	73-26 244th St., Little Neck 62, New York
Helen R. Jukovsky	73-26 244th St., Little Neck 62, New York
Albert Dorf	73-22 244th St., Little Neck 62, New York

EIGHTH: The names and post-office addresses of the subscribers of this certificate of incorporation and a statement of the number of shares which each agrees to take in the corporation are as follows:

NAMES	POST-OFFICE ADDRESSES	SHARES
Abraham M. Jukovsky	73-26 244th St., Little Neck 62, New York	1
Helen R. Jukovsky	73-26 244th St., Little Neck 62, New York	1
Albert Dorf	73-22 244th St., Little Neck 62, New York	1

NINTH: The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served in the State of New York.

TENTH: All the subscribers of this certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York, and at least one of them named as a director is a citizen

of the United States and a resident of the State of New York.

ELEVENTH: The corporation may issue and sell its shares without par value for such consideration as from time to time may be fixed by the board of directors.

TWELFTH: The number of votes of directors or stockholders that shall be necessary for the transaction of business at any meeting of directors or stockholders shall be the votes of all the qualified directors or stockholders, that is, the unanimous vote of all said directors or stockholders shall be required to transact any item of business at a meeting of directors or stockholders.

THIRTEENTH: The meetings of the board of directors shall be held in the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 11th day of July, 1960.

ABRAHAM M. JUKOVSKY
Abraham M. Jukovsky

HELEN R. JUKOVSKY
Helen R. Jukovsky

ALBERT DORF
Albert Dorf

STATE OF NEW YORK)
COUNTY OF QUEENS)ss.:

On this 11th day of July, 1960, before me personally came HELEN R. JUKOVSKY and ALBERT DORF, to me known to be the persons described in and who executed the foregoing certificate of incorporation, and they thereupon severally acknowledged to me that they executed the same.

ABRAHAM M. JUKOVSKY
Notary Public, State of New York
No. 41-2008950, Queens County
Term Expires March 20, 1961

Notary Public

STATE OF NEW YORK
COUNTY OF QUEENS

On this 11th day of July, 1960, before me personally came ABRAHAM M. JUKOVSKY, to me known to be one of the persons described in and who executed the foregoing certificate of incorporation, and he thereupon acknowledged to me that he executed the same.

Notary Public

ALBERT DORF
Notary Public, State of New York
No. 41-0998733, Queens County
Term Expires March 30, 1961